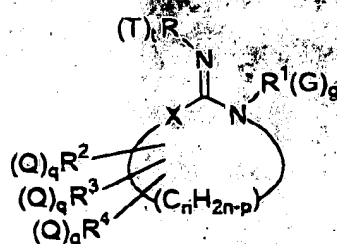


Amended Claims for Attorney Docket Number S043P1C1D1  
 Version with Markings to Show Changes Made

I. (Amended) A compound having the formula



wherein

R is

substituted aryl of 6 - 14 carbons wherein the substituent is T; or

heteroaryl of 3 - 10 carbons and containing 1 - 3 heteroatoms selected from the group consisting of N, O, and S, with the proviso that R is other than benzofuran or benzothiophene;

R' is

alkyl of 1 - 10 carbons;

cycloalkyl of 3 - 12 carbons and containing 1 - 3 rings;

heterocycloalkyl of 4 - 7 carbons and containing 1 - 3 rings and 1 - 3

heteroatoms selected from the group consisting of N, O, and S;

alkenyl of 2 - 10 carbons;

cycloalkenyl of 5 - 12 carbons and containing 1 - 3 rings; or

alkynyl of 3 - 10 carbons;

R<sup>2</sup>, R<sup>3</sup>, and R<sup>4</sup> are independently selected from the group consisting of

H;

alkyl of 1 - 10 carbons;

cycloalkyl of 3 - 12 carbons;

alkenyl of 2 - 10 carbons;

cycloalkenyl of 5 - 12 carbons;

substituted aryl of 6 - 13 carbons wherein the substituent is Q;  
heteroaryl of 3 - 9 carbons and containing 1 - 3 heteroatoms selected from  
the group consisting of N, O, and S;  
 $\text{CO}_2\text{R}^5$ ; wherein  
 $\text{R}^5$  is alkyl of 1 - 4 carbons, haloalkyl of 1 - 4 carbons, cycloalkyl  
of 3 - 6 carbons, or halocycloalkyl of 3 - 6 carbons;  
halogen; and  
 $=\text{O}$ , representing two of the groups  $\text{R}^2$ ,  $\text{R}^3$ , and  $\text{R}^4$ ;  
X is O [or  $\text{S}(\text{O})_y$ ]; wherein  
y is 0, 1, or 2];  
n is 2[, 3, 4, or 5];  
p is the sum of non-H substituents  $\text{R}^2$ ,  $\text{R}^3$ , and  $\text{R}^4$ ;  
T is a substituent selected from the group consisting of  
alkyl of 1 - 4 carbons;  
alkoxy of 1 - 4 carbons;  
aryl of 6 - 10 carbons;  
 $\text{CO}_2\text{H}$ ;  
 $\text{CO}_2\text{R}^5$ ;  
alkenyl of 2 - 4 carbons;  
alkynyl of 2 - 4 carbons;  
 $\text{C}(\text{O})\text{C}_6\text{H}_5$ ;  
 $\text{C}(\text{O})\text{N}(\text{R}^6)(\text{R}^7)$ ; wherein  
 $\text{R}^6$  is H or alkyl of 1 - 5 carbons; and  
 $\text{R}^7$  is H or alkyl of 1 - 5 carbons;  
 $\text{S}(\text{O})_{y'}\text{R}^8$ ; wherein  
y' is 1 or 2; and  
 $\text{R}^8$  is alkyl of 1 - 5 carbons;

$\text{SO}_2\text{F}$ ;

$\text{CHO}$ ;

$\text{OH}$ ;

$\text{NO}_2$ ;

$\text{CN}$ ;

halogen;

$\text{OCF}_3$ ;

N-oxide;

$\text{O-C(R}^9)_2\text{-O}$  , the oxygens being connected to adjacent positions on R; and  
wherein

$\text{R}^9$  is H, halogen, or alkyl of 1 - 4 carbons;

$\text{C(O)NHC(O)}$  , the carbons being connected to adjacent positions on R;  
and

$\text{C(O)C}_6\text{H}_4$  , the carbonyl carbon and the ring carbon ortho to the carbonyl  
being connected to adjacent positions on R;

t is 1 - 5;

provided that when substituent moiety T is alkyl of 1 - 4 carbons, alkoxy of 1 - 4 carbons, aryl of 6 - 10 carbons,  $\text{CO}_2\text{R}^5$ , alkenyl of 2 - 4 carbons, alkynyl of 2 - 4 carbons,  $\text{C(O)C}_6\text{H}_5$ ,  $\text{C(O)N(R}^6)(\text{R}^7)$ ,  $\text{S(O)}_y\text{R}^8$ ,  $\text{O-C(R}^9)_2\text{-O}$ , or  $\text{C(O)C}_6\text{H}_4$ , then T optionally may bear secondary substituents selected from the group consisting of alkyl of 1 - 4 carbons; alkoxy of 1 - 4 carbons;  $\text{CO}_2\text{R}^5$ ;  $\text{CO}_2\text{H}$ ;  $\text{C(O)N(R}^6)(\text{R}^7)$ ;  $\text{CHO}$ ;  $\text{OH}$ ;  $\text{NO}_2$ ;  $\text{CN}$ ; halogen;  $\text{S(O)}_y\text{R}^8$ ; or  $=\text{O}$ , the number of said secondary substituents being 1 or 2

with the exception of halogen, which may be employed up to the perhalo level;

G is a substituent selected from the group consisting of

halogen;

OH;

OR<sup>5</sup>;

=O, representing two substituents G;

alkyl of 1 - 4 carbons;

alkenyl of 1 - 4 carbons;

cycloalkyl of 3 - 7 carbons;

heterocycloalkyl of 3 - 5 carbons and 1 - 3 heteroatoms selected from the group consisting of N, O, and S;

cycloalkenyl of 5 - 7 carbons;

heterocycloalkenyl of 4 - 6 carbons and 1 - 3 heteroatoms selected from the group consisting of N, O, and S;

CO<sub>2</sub>R<sup>5</sup>;

C(O)N(R<sup>6</sup>)(R<sup>7</sup>);

aryl of 6 - 10 carbons;

heteroaryl of 3 - 9 carbons and 1 - 3 heteroatoms selected from the group consisting of N, O, and S;

NO<sub>2</sub>;

CN;

S(O)<sub>y</sub>R<sup>8</sup>;

SO<sub>3</sub>R<sup>8</sup>; and

SO<sub>2</sub>N(R<sup>6</sup>)(R<sup>7</sup>);

g is 0 - 4, with the exception of halogen, which may be employed up to the perhalo level;

provided that when substituent G is alkyl of 1 - 4 carbons, alkenyl of 1 - 4 carbons, cycloalkyl of 3 - 7 carbons, heterocycloalkyl of 3 - 5 carbons,

cycloalkenyl of 5 - 7 carbons, or heterocycloalkenyl of 4 - 6 carbons, then G optionally may bear secondary substituents of halogen up to the perhalo level; and when substituent G is aryl or heteroaryl, then G optionally may bear secondary substituents independently selected from the group consisting of alkyl of 1 - 4 carbons and halogen, the number of said secondary substituents being up to 3 for alkyl moieties, and up to the perhalo level for halogen;

Q is a substituent selected from the group consisting of

alkyl of 1 - 4 carbons;

haloalkyl of 1 - 4 carbons;

cycloalkyl of 3 - 8 carbons;

alkoxy of 1 - 8 carbons;

alkenyl of 2 - 5 carbons;

cycloalkenyl of 5 - 8 carbons;

aryl of 6 - 10 carbons;

heteroaryl of 3 - 9 carbons and containing 1 - 3 heteroatoms selected from the group consisting of N, O, and S;

$\text{CO}_2\text{R}^5$ ;

$=\text{O}$ , representing two substituents Q;

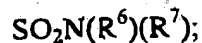
$\text{OH}$ ;

halogen;

$\text{N}(\text{R}^6)(\text{R}^7)$ ;

$\text{S}(\text{O})_y\text{R}^8$ ;

$\text{SO}_3\text{R}^8$ ; and



q is 0 - 4

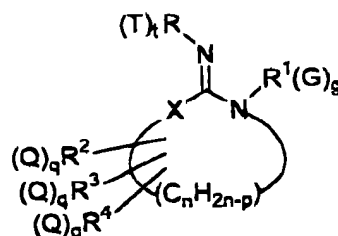
provided that when substituent Q is aryl or heteroaryl, then Q optionally may bear secondary substituents independently selected from the group consisting of alkyl of 1 - 4 carbons and halogen, the number of said secondary substituents being up to 3 for alkyl moieties and up to the perhalo level for halogen; and

with the further provisos that:

- a) two of  $(\text{Q})_q\text{R}^1$ ,  $(\text{Q})_q\text{R}^2$ ,  $(\text{Q})_q\text{R}^3$ , and  $(\text{Q})_q\text{R}^4$  may be joined, and taken together with the atom(s) to which they are attached, form a spiro or nonspiro nonaromatic ring of 3 - 8 members containing 0 - 2 heteroatoms selected from the group consisting of N, O, and S;
- b) [when  $n = 2$  or 3,] at least one of  $\text{R}^2$ ,  $\text{R}^3$ , and  $\text{R}^4$  is other than H;
- c) [when  $n = 2$ , and  $\text{X} = \text{O}$ ,] if  $t = 1$ , then T is selected from the list of substituents T above excepting alkyl, and the 4-position of the 1,3-oxazolidine ring must bear a substituent;
- [d) when  $n = 3$  and  $\text{X} = \text{O}$ , if  $t$  is equal to or greater than 1, then at least one T is selected from the list of substituents T above, excepting alkyl and alkoxy;]
- [e)] d) [when  $n = 2$  or 3 and  $\text{X} = \text{O}$  or S, then] the sum of non-hydrogen atoms in  $\text{R}^1$ ,  $\text{R}^2$ ,  $\text{R}^3$ , and  $\text{R}^4$  is at least 5;
- [f)] e) when [ $n = 2$ ,  $\text{X} = \text{O}$ ,] the 4-position of the 1,3-oxazolidine ring bears a carbonyl group, and R bears halogen at its 2- and 4- positions, then the 5-position of R bears H;
- [g)] f) when [ $n = 2$  and  $\text{X} = \text{O}$ ,] the 4-position of the 1,3-oxazolidine ring may bear a carbonyl only if the 5-position of said ring bears at least one non-H substituent;

- [h) when  $n = 2$ ,  $X = S(O)_y$ , the 4-position of the 1,3-thiazolidine ring bears a carbonyl group,  $R^1$  is a substituted methyl group, and  $G$  is a phenyl group, then said phenyl group bears a secondary substituent;
- i) when  $n = 4$ ,  $X = S$ , and  $G$  is  $CO_2R^5$ , then  $R^5$  contains at least two carbons;]
- and pharmaceutically acceptable salts thereof.

2. (Amended) A compound having the formula



wherein

$R$  is

substituted phenyl wherein the substituent is  $T$ ; or

substituted pyridyl wherein the substituent is  $T$ ;

$R^1$  is

alkyl of 1 - 10 carbons;

cycloalkyl of 3 - 12 carbons and containing 1 - 3 rings;

alkenyl of 2 - 10 carbons;

cycloalkenyl of 5 - 12 carbons and containing 1 - 3 rings; or

alkynyl of 3 - 10 carbons;

$R^2$ ,  $R^3$ , and  $R^4$  are independently selected from the group consisting of

H;

alkyl of 1 - 10 carbons;

cycloalkyl of 3 - 12 carbons;

alkenyl of 2 - 10 carbons;

cycloalkenyl of 5 - 12 carbons; and

$=O$ , representing two of the groups  $R^2$ ,  $R^3$ , and  $R^4$ ;

X is O [or S(O)<sub>y</sub> ; wherein

y is 0, 1, or 2];

n is 2 [or 3];

p is the sum of non-H substituents  $R^2$ ,  $R^3$ , and  $R^4$ ;

T is a substituent selected from the group consisting of

alkyl of 1 - 4 carbons;

alkoxy of 1 - 4 carbons;

alkenyl of 2 - 4 carbons;

alkynyl of 2 - 4 carbons;

NO<sub>2</sub>;

CN; and

halogen;

t is 1 - 5;

provided that when substituent moiety T is alkyl of 1 - 4 carbons, alkoxy of 1 - 4 carbons, alkenyl of 2 - 4 carbons, or alkynyl of 2 - 4 carbons, then T optionally may bear secondary substituents selected from the group consisting of

alkyl of 1 - 4 carbons;

alkoxy of 1 - 4 carbons;

CO<sub>2</sub>R<sup>5</sup>; wherein

R<sup>5</sup> is alkyl of 1 - 4 carbons, haloalkyl of 1 - 4 carbons, cycloalkyl of 3 - 6 carbons, or halocycloalkyl of 3 - 6 carbons;

CO<sub>2</sub>H;

C(O)N(R<sup>6</sup>)(R<sup>7</sup>); wherein

R<sup>6</sup> is H or alkyl of 1 - 5 carbons; and



$R^7$  is H or alkyl of 1 - 5 carbons;

CHO;

OH;

$NO_2$ ;

CN;

halogen;

$S(O)_yR^8$ ; wherein

$R^8$  is alkyl of 1 - 5 carbons; and

$=O$ , representing two secondary substituents;

the number of said secondary substituents being 1 or 2 with the exception of halogen, which may be employed up to the perhalo level;

G is a substituent selected from the group consisting of

halogen;

$OR^5$ ;

alkyl of 1 - 4 carbons;

alkenyl of 1 - 4 carbons;

cycloalkyl of 3 - 7 carbons;

cycloalkenyl of 5 - 7 carbons;

aryl of 6 - 10 carbons; and

CN;

g is 0 - 4, with the exception of halogen, which may be employed up to the perhalo level;

provided that when substituent G is alkyl of 1 - 4 carbons, alkenyl of 1 - 4 carbons, cycloalkyl of 3 - 7 carbons, or cycloalkenyl of 5 - 7 carbons, then G optionally may bear secondary substituents of halogen up to the perhalo level; and when substituent G is aryl, then G optionally may bear secondary substituents independently selected from the group consisting of alkyl of 1 - 4 carbons and halogen, the number of said secondary

substituents being up to 3 for alkyl moieties, and up to the perhalo level for halogen;

Q is a substituent selected from the group consisting of

alkyl of 1 - 4 carbons;

haloalkyl of 1 - 4 carbons;

cycloalkyl of 3 - 8 carbons;

alkoxy of 1 - 8 carbons;

alkenyl of 2 - 5 carbons;

cycloalkenyl of 5 - 8 carbons;

$\text{CO}_2\text{R}^5$ ;

$=\text{O}$ , representing two substituents Q;

$\text{OH}$ ;

halogen;

$\text{N}(\text{R}^6)(\text{R}^7)$ ; and

$\text{S}(\text{O})_y\text{R}^8$ ;

q is 0 - 4;

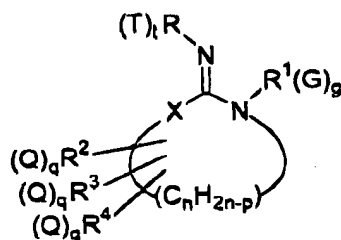
and

with the further provisos that:

- a) two of  $(\text{Q})_q\text{R}^1$ ,  $(\text{Q})_q\text{R}^2$ ,  $(\text{Q})_q\text{R}^3$ , and  $(\text{Q})_q\text{R}^4$  may be joined, and taken together with the atom(s) to which they are attached, form a spiro or nonspiro nonaromatic ring of 3 - 8 members containing 0 - 2 heteroatoms selected from the group consisting of N, O, and S;
- b) [when  $n = 2$  or 3,] at least one of  $\text{R}^2$ ,  $\text{R}^3$ , and  $\text{R}^4$  is other than H;

- c) [when  $n = 2$ , and  $X = O$ ,] if  $t = 1$ , then  $T$  is selected from the list of substituents  $T$  above excepting alkyl, and the 4-position of the 1,3-oxazolidine ring must bear a substituent;
- [d) when  $n = 3$  and  $X = O$ , if  $t$  is equal to or greater than 1, then at least one  $T$  is selected from the list of substituents  $T$  above, excepting alkyl and alkoxy;]
- [e)] d) [when  $n = 2$  or 3 and  $X = O$  or  $S$ , then] the sum of non-hydrogen atoms in  $R^1$ ,  $R^2$ ,  $R^3$ , and  $R^4$  is at least 5;
- [f)] e) when [ $n = 2$ ,  $X = O$ ,] the 4-position of the 1,3-oxazolidine ring bears a carbonyl group, and  $R$  bears halogen at its 2- and 4- positions, then the 5-position of  $R$  bears  $H$ ;
- [g)] f) when [ $n = 2$  and  $X = O$ ,] the 4-position of the 1,3-oxazolidine ring may bear a carbonyl only if the 5-position of said ring bears at least one non- $H$  substituent; [and
- h) when  $n = 2$ ,  $X = S(O)_y$ , the 4-position of the 1,3-thiazolidine ring bears a carbonyl group,  $R^1$  is a substituted methyl group, and  $G$  is a phenyl group, then said phenyl group bears a secondary substituent;]
- and pharmaceutically acceptable salts thereof.

3. (Amended) A compound having the formula



wherein

$R$  is

substituted phenyl wherein the substituent is  $T$ ; or

substituted pyridyl wherein the substituent is T;

R<sup>1</sup> is

alkyl of 1 - 10 carbons;

cycloalkyl of 3 - 12 carbons and containing 1 - 3 rings;

alkenyl of 2 - 10 carbons; or

cycloalkenyl of 5 - 12 carbons and containing 1 - 3 rings;

R<sup>2</sup>, R<sup>3</sup>, and R<sup>4</sup> are independently selected from the group consisting of

H;

alkyl of 1 - 10 carbons;

cycloalkyl of 3 - 12 carbons;

alkenyl of 2 - 10 carbons; and

cycloalkenyl of 5 - 12 carbons;

X is O [or S(O)<sub>y</sub> ; wherein

y is 0, 1, or 2];

n is 2 [or 3];

p is the sum of non-H substituents R<sup>2</sup>, R<sup>3</sup>, and R<sup>4</sup>;

T is a substituent selected from the group consisting of

alkyl of 1 - 4 carbons;

alkenyl of 2 - 4 carbons;

NO<sub>2</sub>;

CN; and

halogen;

t is 1 - 5;

provided that when substituent moiety T is alkyl of 1 - 4 carbons, or alkenyl of 2 - 4 carbons, then T optionally may bear secondary substituents selected from the group consisting of

alkyl of 1 - 4 carbons;

alkoxy of 1 - 4 carbons;

$\text{CO}_2\text{R}^5$ ; wherein

$\text{R}^5$  is alkyl of 1 - 4 carbons, haloalkyl of 1 - 4 carbons, cycloalkyl of 3 - 6 carbons, or halocycloalkyl of 3 - 6 carbons;

$\text{CO}_2\text{H}$ ;

$\text{C}(\text{O})\text{N}(\text{R}^6)(\text{R}^7)$ ; wherein

$\text{R}^6$  is H or alkyl of 1 - 5 carbons; and

$\text{R}^7$  is H or alkyl of 1 - 5 carbons;

$\text{CHO}$ ;

$\text{OH}$ ;

$\text{NO}_2$ ;

$\text{CN}$ ;

halogen;

$\text{S}(\text{O})_y\text{R}^8$ ; wherein

$\text{R}^8$  is alkyl of 1 - 5 carbons; and

$=\text{O}$ ;

the number of said secondary substituents being 1 or 2 with the exception of halogen, which may be employed up to the perhalo level;

G is a substituent selected from the group consisting of  
halogen;

alkyl of 1 - 4 carbons;

alkenyl of 1 - 4 carbons;

cycloalkyl of 3 - 7 carbons;

cycloalkenyl of 5 - 7 carbons; and

aryl of 6 - 10 carbons;

g is 0 - 4, with the exception of halogen, which may be employed up to the perhalo level;

provided that when substituent G is alkyl of 1 - 4 carbons, alkenyl of 1 - 4 carbons, cycloalkyl of 3 - 7 carbons, or cycloalkenyl of 5 - 7 carbons, then

G optionally may bear secondary substituents of halogen up to the perhalo level; and when substituent G is aryl, then G optionally may bear secondary substituents independently selected from the group consisting of alkyl of 1 - 4 carbons and halogen, the number of said secondary substituents being up to 3 for alkyl moieties, and up to the perhalo level for halogen;

Q is a substituent selected from the group consisting of

alkyl of 1 - 4 carbons;

haloalkyl of 1 - 4 carbons;

cycloalkyl of 3 - 8 carbons;

alkoxy of 1 - 8 carbons;

alkenyl of 2 - 5 carbons;

cycloalkenyl of 5 - 8 carbons; and

halogen;

q is 0 - 4;

and

with the further provisos that:

- a) two of  $(Q)_qR^1$ ,  $(Q)_qR^2$ ,  $(Q)_qR^3$ , and  $(Q)_qR^4$  may be joined, and taken together with the atom(s) to which they are attached, form a spiro or nonspiro nonaromatic ring of 3 - 8 members containing 0 - 2 heteroatoms selected from the group consisting of N, O, and S;
- b) [when  $n = 2$  or 3,] at least one of  $R^2$ ,  $R^3$ , and  $R^4$  is other than H;
- c) [when  $n = 2$ , and  $X = O$ ,] if  $t = 1$ , then T is selected from the list of substituents T above excepting alkyl, and the 4-position of the 1,3-oxazolidine ring must bear a substituent;

[d] when  $n = 3$  and  $X = O$ , if  $t$  is equal to or greater than 1, then at least one  $T$  is selected from the list of substituents  $T$  above, excepting alkyl;]

[e] d) [when  $n = 2$  or 3 and  $X = O$  or  $S$ , then] the sum of non-hydrogen atoms in  $R^1$ ,  $R^2$ ,  $R^3$ , and  $R^4$  is at least 5;

and pharmaceutically acceptable salts thereof.

4. canceled.

5. canceled.

7. (Amended) A pharmaceutical composition comprising a compound of claim 1, 2, 3[, 4, 5] or 6, and a pharmaceutically acceptable carrier.

8. (Amended) A method of treating a mammal by administering to said mammal an effective amount of a compound for:

A1) enhancement of bone formation in bone weakening diseases for the treatment or prevention of osteopenia or osteoporosis;

A2) enhancement of fracture healing;

B1) use as a female contragestive agent;

B2) prevention of endometrial implantation;

B3) induction of labor;

B4) treatment of luteal deficiency;

B5) enhanced recognition and maintenance of pregnancy;

B6) counteracting of preeclampsia, eclampsia of pregnancy, and preterm labor;

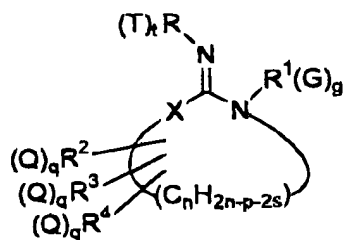
B7) treatment of infertility, including promotion of spermatogenesis, induction of the acrosome reaction, maturation of oocytes, or in vitro fertilization of oocytes;

- C1) treatment of dysmenorrhea;
- C2) treatment of dysfunctional uterine bleeding;
- C3) treatment of ovarian hyperandrogenism;
- C4) treatment of ovarian hyperaldosteronism;
- C5) alleviation of premenstrual syndrome and of premenstrual tension;
- C6) alleviation of perimenstrual behavior disorders;
- C7) treatment of climacteric disturbance, including menopause transition, mood changes, sleep disturbance, and vaginal dryness;
- C8) enhancement of female sexual receptivity and male sexual receptivity;
- C9) treatment of post menopausal urinary incontinence;
- C10) improvement of sensory and motor functions;
- C11) improvement of short term memory;
- C12) alleviation of postpartum depression;
- C13) treatment of genital atrophy;
- C14) prevention of postsurgical adhesion formation;
- C15) regulation of uterine immune function;
- C16) prevention of myocardial infarction;
- D1) hormone replacement;
- E1) treatment of cancers, including breast cancer, uterine cancer, ovarian cancer, and endometrial cancer;
- E2) treatment of endometriosis;



- E3) treatment of uterine fibroids;
- F1) treatment of hirsutism;
- F2) inhibition of hair growth;
- G1) activity as a male contraceptive;
- G2) activity as an abortifacient; and
- H1) promotion of myelin repair;

wherein said compound has the general formula



wherein

R is

substituted aryl of 6 - 14 carbons wherein the substituent is T; or

heteroaryl of 3 - 10 carbons and containing 1 - 3 heteroatoms selected from the group consisting of N, O, and S, with the proviso that R is other than benzofuran or benzothiophene;

R<sup>1</sup> is

alkyl of 1 - 10 carbons;

cycloalkyl of 3 - 12 carbons and containing 1 - 3 rings;

heterocycloalkyl of 4 - 7 carbons and containing 1 - 3 rings and 1 - 3

heteroatoms selected from the group consisting of N, O, and S;

substituted aryl of 6 - 10 carbons wherein the substituent is G;

heteroaryl of 3 - 9 carbons and containing 1 - 3 rings and 1 - 3 heteroatoms

selected from the group consisting of N, O, and S;

alkenyl of 2 - 10 carbons;

cycloalkenyl of 5 - 12 carbons and containing 1 - 3 rings; or

alkynyl of 3 - 10 carbons;

$R^2$ ,  $R^3$ , and  $R^4$  are independently selected from the group consisting of

H;

alkyl of 1 - 10 carbons;

cycloalkyl of 3 - 12 carbons;

alkenyl of 2 - 10 carbons;

cycloalkenyl of 5 - 12 carbons;

substituted aryl of 6 - 13 carbons wherein the substituent is Q;

heteroaryl of 3 - 9 carbons and containing 1 - 3 heteroatoms

selected from the group consisting of N, O, and S;

$\text{CO}_2\text{R}^5$ ; wherein

$\text{R}^5$  is alkyl of 1 - 4 carbons, haloalkyl of 1 - 4 carbons, cycloalkyl

of 3 - 6 carbons, or halocycloalkyl of 3 - 6 carbons;

halogen; and

$=\text{O}$ , representing two of the groups  $R^2$ ,  $R^3$ , and  $R^4$ ;

X is O [or  $\text{S}(\text{O})_y$ ; wherein

y is 0, 1, or 2];

n is 2[, 3, 4, or 5];

p is the sum of non-H substituents  $R^2$ ,  $R^3$ , and  $R^4$ ;

s represents the number of double bonds in the ring, and is 0, 1, or 2;

T is a substituent selected from the group consisting of

alkyl of 1 - 4 carbons;

alkoxy of 1 - 4 carbons;

aryl of 6 - 10 carbons;

$\text{CO}_2\text{H}$ ;

$\text{CO}_2\text{R}^5$ ;

alkenyl of 2 - 4 carbons;

alkynyl of 2 - 4 carbons;

$C(O)C_6H_5$ ;

$C(O)N(R^6)(R^7)$ ; wherein

$R^6$  is H or alkyl of 1 - 5 carbons; and

$R^7$  is H or alkyl of 1 - 5 carbons;

$S(O)_yR^8$ ; wherein

$y'$  is 1 or 2; and

$R^8$  is alkyl of 1 - 5 carbons;

$SO_2F$ ;

$CHO$ ;

$OH$ ;

$NO_2$ ;

$CN$ ;

halogen;

$OCF_3$ ;

N-oxide;

$O-C(R^9)_2-O$ , the oxygens being connected to adjacent positions on  $R$ ; and  
wherein

$R^9$  is H, halogen, or alkyl of 1 - 4 carbons;

$C(O)NHC(O)$ , the carbons being connected to adjacent positions on  $R$ ;

and

$C(O)C_6H_4$ , the carbonyl carbon and the ring carbon ortho to the carbonyl being connected to adjacent positions on R;

t is 1 - 5;

provided that when substituent moiety T is alkyl of 1 - 4 carbons; alkoxy of 1 - 4 carbons; aryl of 6 - 10 carbons;  $CO_2R^5$ ; alkenyl of 2 - 4 carbons; alkynyl of 2 - 4 carbons;  $C(O)C_6H_5$ ;  $C(O)N(R^6)(R^7)$ ;  $S(O)_yR^8$ ;  $O-C(R^9)_2-O$ , or  $C(O)C_6H_4$ , then T optionally may bear secondary substituents selected from the group consisting of alkyl of 1 - 4 carbons; alkoxy of 1 - 4 carbons;  $CO_2R^5$ ;  $CO_2H$ ;  $C(O)N(R^6)(R^7)$ ; CHO; OH;  $NO_2$ ; CN; halogen;  $S(O)_yR^8$ ; or =O, the number of said secondary substituents being 1 or 2 with the exception of halogen, which may be employed up to the perhalo level;

G is a substituent selected from the group consisting of  
halogen;

OH;

$OR^5$ ;

=O, representing two substituents G;

alkyl of 1 - 4 carbons;

alkenyl of 1 - 4 carbons;

cycloalkyl of 3 - 7 carbons;

heterocycloalkyl of 3 - 5 carbons and 1 - 3 heteroatoms selected from the group consisting of N, O, and S;

cycloalkenyl of 5 - 7 carbons;

heterocycloalkenyl of 4 - 6 carbons and 1 - 3 heteroatoms selected from the group consisting of N, O, and S;

$CO_2R^5$ ;

$C(O)N(R^6)(R^7)$ ;

aryl of 6 - 10 carbons;

heteroaryl of 3 - 9 carbons and 1 - 3 heteroatoms selected from the group consisting of N, O, and S;

NO<sub>2</sub>;

CN;

S(O)<sub>y</sub>R<sup>8</sup>;

SO<sub>3</sub>R<sup>8</sup>; and

SO<sub>2</sub>N(R<sup>6</sup>)(R<sup>7</sup>);

g is 0 - 4, with the exception of halogen, which may be employed up to the perhalo level;

provided that when substituent G is alkyl of 1 - 4 carbons, alkenyl of 1 - 4 carbons, cycloalkyl of 3 - 7 carbons, heterocycloalkyl of 3 - 5 carbons, cycloalkenyl of 5 - 7 carbons, or heterocycloalkenyl of 4 - 6 carbons, then G optionally may bear secondary substituents of halogen up to the perhalo level; and when substituent G is aryl or heteroaryl, then G optionally may bear secondary substituents independently selected from the group consisting of alkyl of 1 - 4 carbons and halogen, the number of said secondary substituents being up to 3 for alkyl moieties, and up to the perhalo level for halogen;

Q is a substituent selected from the group consisting of

alkyl of 1 - 4 carbons;

haloalkyl of 1 - 4 carbons;

cycloalkyl of 3 - 8 carbons;

alkoxy of 1 - 8 carbons;

alkenyl of 2 - 5 carbons;

cycloalkenyl of 5 - 8 carbons;

aryl of 6 - 10 carbons;

h heteroaryl of 3 - 9 carbons and containing 1 - 3 heteroatoms selected from the group consisting of N, O, and S;  
 $\text{CO}_2\text{R}^5$

$=\text{O}$ , representing two substituents Q;

OH;

halogen;

$\text{N}(\text{R}^6)(\text{R}^7)$ ;

$\text{S}(\text{O})_y\text{R}^8$ ;

$\text{SO}_3\text{R}^8$ ; and

$\text{SO}_2\text{N}(\text{R}^6)(\text{R}^7)$ ;

q is 0 - 4

provided that when substituent Q is aryl or heteroaryl, then Q optionally may bear secondary substituents independently selected from the group consisting of alkyl of 1 - 4 carbons and halogen, the number of said secondary substituents being up to 3 for alkyl moieties and up to the perhalo level for halogen; and

with the further proviso that two of  $(\text{Q})_q\text{R}^1$ ,  $(\text{Q})_q\text{R}^2$ ,  $(\text{Q})_q\text{R}^3$ , and  $(\text{Q})_q\text{R}^4$  may be joined, and taken together with the atom(s) to which they are attached, form a spiro or nonspiro nonaromatic ring of 3 - 8 members containing 0 - 2 heteroatoms selected from the group consisting of N, O, and S; and pharmaceutically acceptable salts thereof.